# FORM D

# 320688

**OMB APPROVAL** 

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19114 PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

Name of Offering	( check if this is an a	mendment and name	has changed, and it	idicate change.)		
<b>Limited Partnership</b>	Interests of The Endov	vment TEI Fund, L.P.				
Filing Under (Check t	oox(es) that apply):	☐ Rule 504	☐ Rule 505		Section 4(6)	ULOE
Type of Filing:	New Filing	☐ Amendment				
		A. BASI	CIDENTIFICAT	ION DATA		
1. Enter the inform	ation requested about the	e_issuer				
Name of Issuer	check if this is an ar	nendment and name I	nas changed, and in	dicate change.		NATURAL DIVINING HISTORY
The Endowment TE	l Fund, L.P.				090	035513
Address of Executive	Offices:		(Number and Stree	et, City, State, Zip Co	de) Telephone N	umber (Including Area Code)
4265 San Felipe, Su	ite 800, Houston, Texas	77027	-		_	800-725-9456
Address of Principal	Offices		(Number and Stre	el City State? Zip Go	de)) Telephone N	umber (Including Area Code)
(if different from Exec	cutive Offices)		•	. C O E O E O E O	15.5	-
Brief Description of B	usiness: Investme	nt Fund		MAR 2 7 2009	•	
Type of Business Org	ganization		TH	OMSONRFIT	FRS	
[	corporation	🛮 limited	partnership, already	formed	other (please sp	pecify)
[	business trust	☐ limited (	partnership, to be fo	rmed		•
			Month	Year		
Actual or Estimated I	Date of Incorporation or C	organization:	0 3	0	5 ⊠ Ac	tual Estimated
Jurisdiction of Incorp	oration or Organization:	Enter two-letter U.S. I	Postal Service Abbr	eviation for State;		
				r other foreign jurisdi	iction) D	E

# **GENERAL INSTRUCTIONS**

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are

not required to respond unless the form displays a currently valid OMB control number.

		A BASICIDE	NTIFICATION DAT	A CORPORATION						
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner					
Full Name (Last name first, it	individual):	The Endowment Fund GP, L.	P.							
Business or Residence Addr 77027	ess (Number and	d Street, City, State, Zip Code)	: c/o The Endowment	Funds, 4265 San	Felipe, Suite 800, Houston, Texas					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		□ Director	☐ General and/or Managing Partner					
Full Name (Last name first, i	f individual):	Blaisdell, John A.								
Business or Residence Addr 77027	ess (Number and	d Street, City, State, Zip Code)	: c/o The Endowment	Funds, 4265 San	Felipe, Suite 800, Houston, Texas					
Check Box(es) that Apply:	Promoter	Beneficial Owner		□ Director	☐ General and/or Managing Partner					
Full Name (Last name first, i	f individual):	Linbeck, Andrew B.								
Business or Residence Addr 77027	ess (Number and	d Street, City, State, Zip Code	: c/o The Endowment	Funds, 4265 San	Felipe, Suite 800, Houston, Texas					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner					
Full Name (Last name first, i	f individual):	Sherman, A. Haag								
Business or Residence Addi 77027	ess (Number and	d Street, City, State, Zip Code	: c/o The Endowment	Funds, 4265 San	Felipe, Suite 800, Houston, Texas					
Check Box(es) that Apply: Partner	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or Managing					
Full Name (Last name first, i	f individuat):	Washington, Roy V.								
Business or Residence Addi	ress (Number an	d Street, City, State, Zip Code	c/o The Endowment	Funds, 4265 San	Felipe, Suite 800, Houston, Texas					
Check Box(es) that Apply: Partner	Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing					
Full Name (Last name first, i	f individual):	Price, John E.								
Business or Residence Add	ress (Number an	d Street, City, State, Zip Code	c/o The Endowment	Funds, 4265 San	Felipe, Suite 800, Houston, Texas					
Check Box(es) that Apply: Partner	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or Managing					
Full Name (Last name first,	f individual):	Thomas, Adam L.								
Business or Residence Add 77027	ress (Number an	d Street, City, State, Zip Code	): c/o The Endowmen	t Funds, 4265 San	Felipe, Suite 800, Houston, Texas					

#### Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... ☐ Yes ☑ No Answer also in Appendix, Column 2, if filing under ULOE. \$100,000 What is the minimum investment that will be accepted from any individual?..... \* May be Waived Does the offering permit joint ownership of a single unit? ☑ Yes ☐ No Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers ☐ All States (Check "All States" or check individual States)..... $\square$ [AK] $\square$ [AZ] $\square$ [AR] $\square$ [CA] $\square$ [CO] $\square$ [CT] $\square$ [DE] $\square$ [DC] $\square$ [FL] $\square$ [GA] $\square$ [HI] □ [IN] [IA] ☐ [KS] □ (KY) [ME] [MD] [MA] [MI] [MN] [MS] [MO] (MT) □ (NE) □ (NV) □ (NH) □ (NJ) $\square$ [NM] $\square$ [NY] $\square$ [NC] $\square$ [ND] $\square$ [OH] $\square$ [OK] $\square$ [OR] $\square$ [PA] □ (RI) Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... ☐ All States □ [AL] ☐ [AR] ☐ [CA] ☐ [CO] ☐ [CT] ☐ [DE] ☐ [DC] ☐ [FL] ☐ [GA] ☐ [HI] $\square$ [AK] $\square$ [AZ] [ID] ☐ [LA] ☐ [ME] ☐ [MD] ☐ [MA] ☐ [Mi] [AI] ☐ [KS] □ [KY] [MN] □ [MS] □ [MO] [MT] □ [NE] □ [NV] □ [NH] [NJ] $\square$ [NM] $\square$ [NY] $\square$ [NC] $\square$ [ND] $\square$ [OH] $\square$ [OK] $\square$ [OR] $\square$ [PA] $\square$ (UT) $\square$ (VA) $\square$ (WA) $\square$ (WV) $\square$ (WI) Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)..... ☐ All States □ [AL] $\square$ [AK] $\square$ [AZ] $\square$ [AR] $\square$ [CA] $\square$ [CO] $\square$ [CT] $\square$ [DE] $\square$ [DC] $\square$ [FL] $\square$ [GA] $\square$ [HI] ☐ [ID] □ [IL] □ [iA] $\square$ [KS] $\square$ [KY] $\square$ [LA] $\square$ [ME] $\square$ [MD] $\square$ [MA] $\square$ [MI] $\square$ [MN] $\square$ [MS] $\square$ [MO] $\square$ [MT] $\square$ [NE] $\square$ [NV] $\square$ [NH] $\square$ [NJ] $\square$ [NM] $\square$ [NY] $\square$ [NC] $\square$ [ND] $\square$ [OH] $\square$ [OK] $\square$ [OR] $\square$ [PA] [PR] [WY] [W] [W] [VW] [AW] [AW] [TV] [TV] [TV] [TV] (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

#### OFFERING PRICE NUMBER OF INVESTORS EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Type of Security Offering Price Sold Debt......\$ ☐ Preferred ☐ Common 5,000,000,000 1,656,606,925 Other (Specify) Total..... 5,000,000,000 \$ 1,656,606,925 Answer also in Appendix, Column 3, if filing under ULOE Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number investors of Purchases Accredited Investors 9,701 1,656,606,925 \$ Non-accredited Investors ..... 0 \$ Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. **Dollar Amount** Types of Type of Offering Security Sold Rule 505 ..... n/a п/а n/a Regulation A ..... **Rule 504** n/a n/a Total..... n/a n/a Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees...... 0 Printing and Engraving Costs.... 0 47.961 Legal Fees...... Accounting Fees..... Engineering Fees..... Sales Commissions (specify finders' fees separately).....

)......Π

Total .....

Other Expenses (identify)

47,961

	G OFFERING PRICE NUMB	ER OF INVESTORS EXP	ENSES	AND USE OF PRO	CEEDS	
4	b. Enter the difference between the aggregate offering Question 1 and total expenses furnished in response to "adjusted gross proceeds to the issuer."	Part C-Question 4.a. This different	ence is the	)	<u>\$</u>	4,999,952,039
5	Indicate below the amount of the adjusted gross proceed used for each of the purposes shown. If the amount for estimate and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in res	any purpose is not known, furnist he total of the payments listed m	n an ust equal	Payments to Officers, Directors & Affiliates		Payments to Others
	Salaries and fees			\$		\$
	Purchase of real estate	•••••		\$	. 🗆	\$
	Purchase, rental or leasing and installation of ma	achinery and equipment		\$		\$
	Construction or leasing of plant buildings and fac	cilities		\$		\$
	Acquisition of other businesses (including the va offering that may be used in exchange for the as pursuant to a merger	sets or securities of another issue	er 🔲	\$		\$
	Repayment of indebtedness	***************************************		\$		\$
	Working capital			\$		\$ 4,999,952,039
	Other (specify):			\$		\$
	<u> </u>			\$		\$
	Column Totals			\$		\$ 4,999,952,039
	Total payments Listed (column totals added)			<b>⋈</b> <u>\$</u>	4,999	,952,039
ا الم	and the second of the second o	nda karangan sa aya karan sa aya (saga) karan sa asa sa asa sa a	7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	জন সাম্পদ্ধ বুলা শ্বেষ্ট সূত্ৰ বুলি		en in en de de la company
		UPANDIR INTEGER O	re .			
CC	is issuer has duly caused this notice to be signed by the institutes an undertaking by the issuer to furnish to the U.S the issuer to any non-accredited investor pursuant to part	S. Securities and Exchange Com	on. If this mission, u	notice is filed under Rule pon written request of its	505, the staff, the	e following signature e information furnished
	uer (Print or Type) e Endowment TEI Fund, L.P.	Signature	100		ate Iarch <u>9</u>	_, 2009
N	me of Signer (Print or Type)	Title of Signer (Print or Type):				
A	Haag Sherman	Managing Director, The End Endowment Fund GP, L.P.,	owment i general p	Fund Management, LLC artner	, genera	d partner of The
			<u> </u>			•

h. Fater the difference between the aggressive of the signature of the sig	EROFINVESTORS, EX			24. 14 .05 Mar. 4. 6. 14. 15. 1	Contract Contract	
<ul> <li>b. Enter the difference between the aggregate offering Question 1 and total expenses furnished in response to "adjusted gross proceeds to the Issuer."</li> </ul>	Part C-Question 4.a. This diffe	erence is the			<u>\$</u>	4,999,952,039
Indicate below the amount of the adjusted gross proceed used for each of the purposes shown. If the amount for estimate and check the box to the left of the estimate. It the adjusted gross proceeds to the issuer set forth in res	any purpose is not known, furn The total of the payments listed	ish an must equal	Di	yments to Officers, rectors & Affiliates		Payments to Others
Salaries and fees			\$	<u> </u>		\$
Purchase of real estate			\$		_ 🗆	\$
Purchase, rental or leasing and installation of ma	achinery and equipment		\$		_ 🗆	\$
Construction or leasing of plant buildings and fac	cilities		\$		_ 🗆	\$
Acquisition of other businesses (including the va offering that may be used in exchange for the as pursuant to a merger	ssets or securities of another iss	uer	\$			s
Repayment of indebtedness			•		0	•
Working capital			•			\$ 4,999,952,03
- '			*			•
Other (specify):			<u>3</u>		_ 🗆	3
			\$		_ 🗆	\$ 4,999,952,03
Column Totals			<u>\$</u>		_ 🛭	
Total payments Listed (column totals added)				⊠ -3	4,999,	952,039
	D. FEDERAL SIGNAT	ure '		1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	जर्जुः व्यक्ता गु १	
This issuer has duly caused this notice to be signed by the constitutes an undertaking by the issuer to furnish to the U.S by the issuer to any non-accredited investor pursuant to particle.	undersigned duly authorized pe S. Securities and Exchange Co	rson. If this	notice is fil oon written	ed under Ru request of it	le 505, the s staff, the	e following signature information furnish
ssuer (Print or Type) The Endowment TEI Fund, L.P.	Signature/	Ill			Date March <u>9</u>	_, 2009
lame of Signer (Print or Type)	Title of Signer (Print or Type			·····		
A. Haag Sherman	Managing-Director, The Er Endowment Fund GP, L.P.			gement, LL	C, genera	l partner of The

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

A		E STATESIGNATURE	
1.	Is any party described in 17 CFR 230 provisions of such rule?	0.262 presently subject to any of the disqualification	☐ Yes ⊠ No
		See Appendix, Column 5, for state response.	
2.	The undersigned issuer hereby unde (17 CFR 239.500) at such times as n	rtakes to furnish to any state administrator of any state in whequired by state law.	nich this notice is filed a notice on Form D
3.	The undersigned issuer hereby under	rtakes to furnish to the state administrators, upon written rec	quest, information furnished by the issuer to offerees.
<b>4.</b> .		nat the Issuer is familiar with the conditions that must be sati ich this notice is filed and understands that the issuer claimi have been satisfied.	
	ssuer has read this notification and knows rized person.	s the contents to be true and has duly caused this notice to b	be signed on its behalf by the undersigned duly
	r (Print or Type) Indowment TEI Fund, L.P.	Signature	Date <u>9</u> , 2009
	of Signer (Print or Type) ag Sherman	Title of Signer (Print or Type):  Managing Director, The Endowment Fund The Endowment Fund GP, L.P., general p	

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	Intend to sell to non-accredited investors in State (Part B – Item 1)		3			4		5	
			Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and amount purchased in State (Part C – Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		Х	5,000,000,000	94	\$13,883,333	0	\$0		х
AK		×	5,000,000,000	17	\$3,746,197	0	\$0		х
AZ		Х	5,000,000,000	167	\$25,102,842	0	\$0		х
AR		Х	5,000,000,000	53	\$6,519,980	0	\$0		х
CA		Х	5,000,000,000	1251	\$198,628,015	0	\$0	1	Х
СО		х	5,000,000,000	268	\$36,869,689	0	\$0		х
СТ		Х	5,000,000,000	147	\$23,927,378	0	\$0		Х
DE		х	5,000,000,000	17	\$2,499,380	0	\$0		х
DC		Х	5,000,000,000	49	\$16,254,804	0	\$0		х
FL		Х	5,000,000,000	524	\$88,353,217	0	\$0		Х
GA		Х	5,000,000,000	258	\$40,594,486	0	\$0		х
н		Х	5,000,000,000	18	\$2,371,934	0	\$0		х
ID		Х	5,000,000,000	20	\$2,074,393	0	\$0		х
1L		Х	5,000,000,000	377	\$70,127,938	0	\$0		х
IN		х	5,000,000,000	77	22,382,476	0	\$0	ĺ	х
1A		х	5,000,000,000	51	\$8,044,409	0	\$0		х
KS		Х	5,000,000,000	37	\$6,200,759	0	\$0		х
KY		х	5,000,000,000	59	\$10,972,927	0	\$0		х
LA		Х	5,000,000,000	69	\$14,629,911	0	\$0		х
ME		х	5,000,000,000	18	\$2,175,196	0	\$0		х
MD		х	5,000,000,000	345	\$64,611,000	0	\$0		х
MA		х	5,000,000,000	212	\$35,099,105	0	\$0		Х
MI		Х	5,000,000,000	398	\$61,263,277	0	\$0		Х
MN		Х	5,000,000,000	400	\$58,722,965	0	\$0		Х
MS		х	5,000,000,000	16	\$1,817,204	0	\$0		Х
МО		х	5,000,000,000	177	\$33,094,266	0	\$0		х
MT		х	5,000,000,000	62	\$7,772,724	0	\$0		X
NE		x	5,000,000,000	67	\$12,982,506	0	\$0		X
NV		х	5,000,000,000	68	\$11,086,553	0	\$0		х
ИН		x	5,000,000,000	36	\$3,901,336	0	\$0		Х
NJ		×	5,000,000,000	646	\$119,551,573	0	\$0		x

<b>\$</b> .				AP	PENDIX					
1	2		3	4					5	
	Intend to non-ad investors (Part B -	credited	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of Investor and Amount purchased in State (Part C – Item 2)  Number of Accredited Investors  Number of Non-Accredited Investors  Amount  Number of Non-Accredited Investors  Amount					
State	Yes	No	Limited Partnership Interests	Accredited						
NY		Х	5,000,000,000	627	\$116,717,728	0	\$0		х	
NC		х	5,000,000,000	391	\$63,918,571	0	\$0		х	
ND		х	5,000,000,000	66	\$9,151,001	. 0	\$0		х	
ОН		х	5,000,000,000	221	\$35,933,127	0	\$0		Х	
ок		х	5,000,000,000	104	\$17,771,111	0	\$0		Х	
OR		Х	5,000,000,000	61	\$8,602,388	0	\$0		Х	
PA		х	5,000,000,000	217	\$35,406,598	0	\$0		х	
RI		Х	5,000,000,000	22	\$3,314,925	0	\$0		х	
sc		х	5,000,000,000	121	\$22,366,661	0	\$0		х	
SD		Х	5,000,000,000	17	\$2,271,656	0	\$0		×	
TN		Х	5,000,000,000	88	\$13,034,410	0	\$0		х	
тх		х	5,000,000,000	1107	\$216,603,616	0	\$0		х	
UT		х	5,000,000,000	64	\$9,697,871	. 0	\$0		х	
VT		х	5,000,000,000	8	\$1,215,163	0	\$0		х	
VA		х	5,000,000,000	343	\$52,049,839	0	\$0		X	
WA		х	5,000,000,000	81	\$13,959,417	0	\$0		×	
wv		х	5,000,000,000	4	\$1,146,661	0	\$0		х	
WI		х	5,000,000,000	64	\$11,642,129	0	\$0		×	
WY		х	5,000,000,000	3	\$232,124	0	\$0		x	
N/A		x	5,000,000,000	36	\$5,495,461	0	\$0		x	

